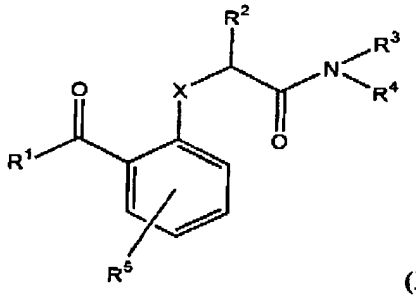
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

Claim 1 (canceled)

Claim 2 (currently amended) A compound of formula (I)



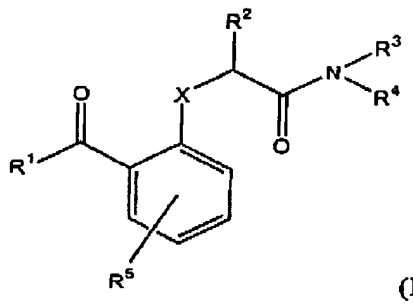
(I)

wherein X is O; R^1 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of halogen, $-CF_3$, C_{1-8}alkyl, -CN, $-SR^6$, $-S(O)_2R^6$; or heterocycle, optionally substituted with one or more substituents selected from the group consisting of C_{1-8}alkyl, -CN, and C_{6-14}arylC_{1-8}alkyl; R^6 is C_{1-8}alkyl, optionally substituted with halogen; R^7 is C_{1-8} alkyl optionally substituted with ~~one or more substituents selected from the group consisting of~~ hydroxy; $-NH_2$; or heterocycle; R^2 is hydrogen; R^3 is hydrogen or C_{1-8} alkyl; R^4 is heterocycle, optionally substituted with one or more substituents selected from the group consisting of oxo, halogen, C_{1-8}alkyl, $-OR^{11}$ and $-SR^{10}N(R^{10})_2$, $S(O)_2NR^8R^9$; or C_{6-14}aryl substituted with one or more substituents selected from the group consisting of hydroxy, halogen, $-CF_3$, C_{1-8}alkyl, hydroxyC_{1-8}alkyl, -CN, $-NO_2$, $-C(O)NH_2$, $-S(O)R^7$, $-S(O)_2R^7$, $-S(O)_2NR^8R^9$, $-OR^{11}$, $-C(O)NR^{11}$, $-C(O)OR^{11}$, $-NR^{11}$, $-NC(O)R^{11}$, and heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo, C_{1-8}alkyl and heterocycleC_{1-8}alkyl; $R^8$and R^9 are the same or different and are selected from the group consisting of hydrogen, C_{1-8}alkyl, C_{1-8}alkylheterocycle, heterocycle, and C_{3-6}cycloalkyl; R^{10} is C_{1-8}alkyl; R^{11} is C_{1-8}alkyl, optionally substituted with $-SO_2NR^8R^9$; and R^5 is halogen or $-NO_2$; or a pharmaceutically acceptable salt thereof.

Claim 3 (previously presented) A compound of formula (I)

$_8$alkyl, -NO_2, -NH_2, C_{1-8}alkylamino, CF_3, or alkoxy; or a pharmaceutically acceptable salt thereof.

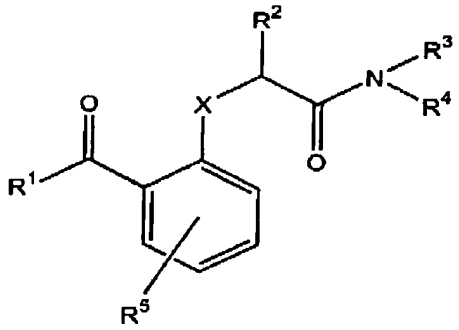
Claim 5 (previously presented) A compound of formula (I)



(I)

wherein X is O, R^1 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of halogen, -CF_3, C_{1-8}alkyl, and -CN; R^2 and R^3 are hydrogen; R^4 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of halogen, C_{1-8}alkyl, -CN, -NO_2, -$S(O)R^7$, -$S(O)_2R^7$, -$NS(O)_2R^7$, wherein R^7 is -NH_2; and R^5 is halogen; or a pharmaceutically acceptable salt thereof.

Claim 6 (previously presented) A compound of formula (IA)



(IA)

wherein:

X is C, O, or N;

R^1 is C_{6-14}aryl which may be optionally substituted with one or more substituents selected from the group consisting of halogen, $-CF_3$, C_{1-8}alkyl, C_{1-8}alkylamino, alkoxy, C_{3-6}cycloalkyl C_{2-6}alkenyl, C_{6-14}arylC_{2-6}alkenyl, -CN, $-NO_2$, $-NH_2$, $-SR^6$, $-S(O)_2R^6$, $-S(O)R^7$, $-S(O)_2R^7$, $-C(O)R^7$, C_{2-6}alkenyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, and heterocycle and C_{2-6}alkynyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, C_{3-6}cycloalkyl, and heterocycle;

R^6 is C_{1-8}alkyl optionally substituted with one or more substituents selected from the group consisting of hydroxyl, halogen, $-CF_3$, aryl, and heterocycle;

R^7 is C_{1-8} alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, aryl, C_{3-6}cycloalkyl and heterocycle; $-NH_2$; or heterocycle;

R^2 is hydrogen, halogen, or C_{1-8}alkyl;

R^3 is hydrogen;

R^4 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of hydroxy, halogen, $-CF_3$, C_{1-8}alkyl, hydroxyC_{1-8}alkyl, -CN, $-NO_2$, C_{1-8}alkylamino, heterocycleC_{1-8}alkyl, $-C(O)NH_2$, $-S(O)R^7$, $-S(O)_2R^7$, $-C(O)R^7$, $-NS(O)_2R^7$, $-S(O)_2NR^8R^9$, $-S(O)_2NHR^{11}$, $-S(O)_2R^{11}$, $-S(O)_2NR^7COR^{11}$, $-S(O)_2NHCOR^{11}$, $-S(O)_2[COR^{11}]_n$ wherein n is 1, 2, or 3, $-OR^{11}$, $-OR^{11}OR^{11}$, $-C(O)R^{11}$, $-C(O)NR^{11}$, $-C(O)OR^{11}$, $-NR^{11}$, $-NC(O)R^{11}$, heterocycleC_{2-6}alkenyl, heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo, C_{1-8}alkyl, and $C(O)OR^{11}$, and C_{1-8}alkyl which may be optionally substituted with one or more substituents selected from the group consisting of -CN and heterocycle, optionally substituted with $-C(O)R^{11}$;

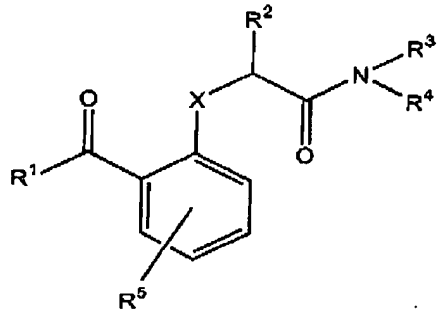
$R^8$and R^9 are independently selected from the group consisting of hydrogen, C_{3-6}cycloalkyl, C_{1-8}alkyl optionally substituted with one or more substituents selected from the group consisting of oxo, heterocycle, CN and C_{6-14}aryl optionally substituted with alkoxy, C_{1-8} alkylamino, C_{1-8}alkylheterocycle, heterocycle, heterocycleC_{1-8}alkyl, C_{3-6}cycloalkylC_{1-8}alkyl, and C_{3-6}cycloalkyl;

R^{11} is C_{1-8}alkyl, optionally substituted with one or more substituents selected from the group consisting of hydrogen, hydroxy, halogen, C_{1-8}alkyl, C_{3-6}cycloalkyl, alkoxy, $-S(O)_2NR^8R^9$, $NCONH_2$, and heterocycle optionally substituted with one or more substituents selected from the group consisting of oxo, hydroxy, and C_{1-8}alkyl; heterocycle optionally substituted with heterocycleC_{1-8}alkyl; or C_{6-14}aryl optionally substituted with alkoxy;

R^5 is hydrogen, halogen, C_{1-8}alkyl, $-NO_2$, $-NH_2$, C_{1-8}alkylamino, CF_3, or alkoxy;

wherein X is O; R^1 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of halogen, $-CF_3$, and -CN; R^2 is hydrogen; R^3 is hydrogen; R^4 is heterocycle; and R^5 is halogen; or a pharmaceutically acceptable salt thereof.

Claim 10 (previously presented) A compound of formula (IC)



(IC)

wherein:

X is C, O, or N;

R^1 is heterocycle, optionally substituted with one or more substituents selected from the group consisting of C_{1-8}alkyl, halogen, -CN, C_{6-14}arylC_{1-8}alkyl and heterocycle;

R^2 is hydrogen, halogen, or C_{1-8}alkyl;

R^3 is hydrogen;

R^4 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of hydroxy, halogen, $-CF_3$, C_{1-8}alkyl, hydroxyC_{1-8}alkyl, -CN, $-NO_2$, C_{1-8}alkylamino, heterocycleC_{1-8}alkyl, $-C(O)NH_2$, $-S(O)R^7$, $-S(O)_2R^7$, $-C(O)R^7$, $-NS(O)_2R^7$, $-S(O)_2NR^8R^9$, $-S(O)_2NHR^{11}$, $-S(O)_2R^{11}$, $-S(O)_2NR^7COR^{11}$, $-S(O)_2NHCOR^{11}$, $-S(O)_2[COR^{11}]_n$ wherein n is 1, 2, or 3, $-OR^{11}$, $-OR^{11}OR^{11}$, $-C(O)R^{11}$, $-C(O)NR^{11}$, $-C(O)OR^{11}$, $-NR^{11}$, $-NC(O)R^{11}$, heterocycleC_{2-6}alkenyl, heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo, C_{1-8}alkyl, and $C(O)OR^{11}$, and C_{1-8}alkyl which may be optionally substituted with one or more substituents selected from the group consisting of -CN and heterocycle, optionally substituted with $-C(O)R^{11}$;

R^7 is C_{1-8} alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, aryl, C_{3-6}cycloalkyl and heterocycle; $-NH_2$; or heterocycle;

R^2 is hydrogen, halogen, or C_{1-8}alkyl;
R^3 and R^4 are independently hydrogen; hydroxy; heterocycle optionally substituted with one or more substituents selected from the group consisting of oxo, hydroxy, hydroxyC_{1-8}alkyl, halogen, C_{1-8}alkyl, $-OR^{11}$, $-S(O)_2NR^8R^9$, and $-SR^{10}N(R^{10})_2$; or R^3 and R^4 together with the nitrogen atom to which they are attached form a heterocycle which may be optionally substituted with C_{6-14}aryl, which may be optionally substituted with one or more substituents selected from the group consisting of C_{1-8}alkyl and $-NO_2$; provided that R^3 and R^4 cannot both be hydrogen or hydroxy;
$R^8$and R^9 are independently selected from the group consisting of hydrogen, C_{3-6}cycloalkyl, C_{1-8}alkyl optionally substituted with one or more substituents selected from the group consisting of oxo, heterocycle, CN and C_{6-14}aryl optionally substituted with alkoxy, C_{1-8} alkylamino, C_{1-8}alkylheterocycle, heterocycle, heterocycleC_{1-8}alkyl, C_{3-6}cycloalkylC_{1-8}alkyl, and C_{3-6}cycloalkyl;
R^{10} is C_{1-8}alkyl;
R^{11} is C_{1-8}alkyl, optionally substituted with one or more substituents selected from the group consisting of hydrogen, C_{1-8}alkyl, $-S(O)_2NR^8R^9$, and heterocycle optionally substituted with one or more substituents selected from the group consisting of oxo, and C_{1-8}alkyl;
R^5 is hydrogen, halogen, C_{1-8}alkyl, $-NO_2$, $-NH_2$, C_{1-8}alkylamino, CF_3, or alkoxy;
or a pharmaceutically acceptable salt thereof.

Claim 13 (previously presented) A compound of formula (ID) according to claim 12 wherein X is O; R^1 is heterocycle; R^2 and R^3 are hydrogen; R^4 is heterocycle; and R^5 is halogen; or a pharmaceutically acceptable salt thereof.

Claim 14 (previously presented) A compound according to claim 6 wherein X is O.

Claim 15 (canceled)

Claim 16 (canceled)

Claim 17 (canceled)

Claim 18 (currently amended) A compound of formula (III)